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**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

Affects:
☐ All Debtors
☒ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☒ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

Case Nos. BK-S-06-10725 LBR
 Case Nos. BK-S-06-10726 LBR
 Case Nos. BK-S-06-10727 LBR
 Case Nos. BK-S-06-10728 LBR
 Case Nos. BK-S-06-10729 LBR
 Chapter 11
 Jointly Administered Under
 Case No. BK-S-06-10725 LBR

**DECLARATION IN SUPPORT OF EX
 PARTE APPLICATION FOR ORDER
 SHORTENING TIME TO HEAR MOTION
 FOR AUTHORITY, SUBJECT TO
 ADVANCE APPROVAL BY NEVADA
 MORTGAGE LENDING DIVISION, FOR
 FERTITTA ENTERPRISES OR ITS
 AFFILIATE TO PROVIDE AN
 ADDITIONAL ADVANCE FOR THE RIO
 RANCHO EXECUTIVE PLAZA LOAN
 SERVICED BY DEBTOR USA
 COMMERCIAL MORTGAGE COMPANY
 [AFFECTS DEBTOR USA COMMERCIAL
 MORTGAGE COMPANY AND DEBTOR
 USA CAPITAL FIRST TRUST DEED FUND,
 LLC]**

Date: OST Requested for August 8, 2006
 Time: OST Requested

885314

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1 Lenard E. Schwartz, Esq. of Schwartz & McPherson Law Firm, attorney for the above
 2 captioned debtors and debtors in possession (the "Debtor"), under penalties of perjury, hereby
 3 declares on this 2nd day of August, 2006 that:

4 1. A Motion For Authority, Subject To Advance Approval By Nevada Mortgage
 5 Lending Division, For Fertitta Enterprises Or Its Affiliate To Provide An Additional Advance For
 6 The Rio Rancho Executive Plaza Loan Serviced By Debtor USA Commercial Mortgage Company
 7 (the "Motion") has been filed. This Motion requests that the Court authorize the Debtors to do the
 8 following:

9 a. Subject to the advance approval of the Division of Mortgage Lending of the
 10 Nevada Department of Business and Industry, for Debtor USACM to modify the Loan
 11 Documents for the existing loan (the "Rio Rancho Loan") serviced by USACM that has
 12 been extended to Borrower Rio Rancho Executive Plaza, LLC, a New Mexico limited
 13 liability company ("Rio Rancho" or "Borrower"), to provide for an additional loan advance
 14 in the amount of \$3,132,000.00 to Rio Rancho from Fertitta Enterprises or its affiliate as
 15 an additional Direct Lender on the Rio Rancho Loan, upon the terms and conditions set
 16 forth in the Fertitta Term Sheet that is attached to the Motion as Exhibit "A."

17 b. For Debtor First Trust Deed Fund, one of the existing Direct Lenders for the
 18 Rio Rancho Loan, to consent to the Additional Advance.

19 2. Notice can be shortened pursuant to Bankruptcy Rule 9006(c)(1) and LR 9006(a).

20 3. This Motion is requested to be heard on August 8, 2006 (on shortened time)
 21 because, according to the borrower, if it is not heard on August 8, 2006 and funded on August 9,
 22 2006, the project will be lienied by the project contractors and work will stop, irreparably
 23 damaging the project. Reducing the value of the project will reduce the security of the existing
 24 Direct Lenders. Not timely funding the project will likely result in a claim by Rio Rancho against
 25 USA Commercial Mortgage for breach of a loan commitment.¹

26 4. The next omnibus hearing date in these cases is August 16, 2006 at 9:30 a.m.
 27
 28

¹ Debtors do not concede that there is a binding loan commitment.

DATED: August 2, 2006

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